

RECORDATION NO. 24428-A FILE

JUN 27 '03

1-07 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

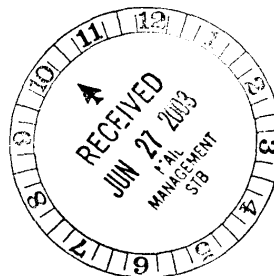
FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

June 25, 2003

Tel 847.318.7575
Fax 847.318.7588

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 9, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed on this date with the Commission under Recordation Number 24428.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: FGDI, L.L.C.
19901 N. Dixie Highway
Suite B
Bowling Green, OH 43402

A description of the railroad equipment covered by the enclosed document is fifty-two (52) 4750 cubic foot capacity covered hopper cars, with FURX and NDYX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Amy Rómo".

Amy Rómo
Manager of Documentation

Enclosures

(FGDI007)

RECORDATION NO. 24428-A FILED

JUN 27 '03

1:07 PM

ASSGN. NO.: FGD1007

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of May, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and FGDI, L.L.C. ("Lessee"), a limited liability corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 12, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 22, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dmbrowski

Name: K. A. Dmbrowski

Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

Executed on this 9th day of May, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

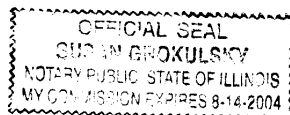
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of May, 2003

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

FGDI, L.L.C.

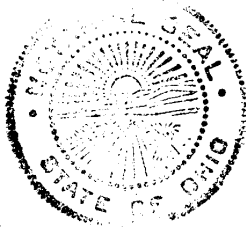
By: Michael L Courter
Name: Michael L Courter
Title: AVP Transportation

ATTEST:

By: Robert W. Obrode
Name: Robert W. Obrode
Title: VP-COO

Executed on this 7TH day of MAY, 2003

[CORPORATE SEAL]



STATE OF OHIO
COUNTY OF WOOD

I, DONALD EUGENE FINN, a Notary Public of the County and State aforesaid, certify that MICHAEL L COURTER personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7TH day of MAY, 2003.

Donald Eugene Finn
Notary Public

Commission Expires:

DONALD EUGENE FINN
Notary Public, State of Ohio
(Notary Public)
My Comm. Exp. Date: 07-01-03

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty-two (52)

DESCRIPTION OF CARS: 4750 cubic foot capacity covered hopper cars with gravity discharge gates and trough hatches

CAR NUMBERS:

FURX 463206	FURX 826932
FURX 820773	FURX 826939
FURX 820776	FURX 826965
FURX 820778	FURX 826979
FURX 820788	FURX 827024
FURX 821454	FURX 827057
FURX 822014	FURX 827590
FURX 822373	FURX 827702
FURX 822465	FURX 827946
FURX 823088	FURX 827979
FURX 823160	FURX 827988
FURX 824126	FURX 828297
FURX 824158	FURX 828749
FURX 824231	FURX 829455
FURX 824309	FURX 829546
FURX 824380	FURX 830232
FURX 824677	FURX 830238
FURX 826241	FURX 830294
FURX 826254	FURX 832134
FURX 826808	FURX 833053
FURX 826820	FURX 833301
FURX 826831	FURX 833322
FURX 826848	FURX 839364
FURX 826868	FURX 839367
FURX 826871	NDYX 475263
FURX 826882	Count: 52
FURX 826919	